

No. **0-220A070**

Date **AUG 7 1980**

Fee \$ **30.00**

ICC Washington, D. C.

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

RECEIVED
AUG 7 2 27 PM '80

I. C. C.
FEE OPERATION REC.

RECORDATION NO. **11618-0** Filed & Recorded

RECORDATION NO. **11618-M** Filed & Recorded

August 7, 1980

AUG 7 1980 -230 PM

AUG 7 1980 -230 PM

INTERSTATE COMMERCE COMMISSION
Secretary

RECORDATION NO. **11618-N** Filed & Recorded
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D. C. 20423

AUG 7 1980 -230 PM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment, a Bill of Sale and a Fifth Supplement to Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of August 7, 1980, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);

2. Three (3) executed counterparts of a Bill of Sale dated as of August 7, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and

3. Three (3) executed counterparts of a Fifth Supplement to Equipment Trust Agreement dated as of August 7, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment, the Bill of Sale, and added to the Equipment Trust Agreement by the Fifth Supplement is described in Exhibit A hereto.

J. Paul Ramsey
C. D. [unclear]

Secretary
Interstate Commerce Commission
August 7, 1980
Page -2-

The Assignment, Bill of Sale and Fifth Supplement have been executed in connection with an Equipment Trust Agreement dated as of August 15, 1979 (including a First Supplement to Equipment Trust Agreement, a Second Supplement to Equipment Trust Agreement, a Third Supplement to Equipment Trust Agreement, and a Fourth Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on March 31, 1980, and which has been assigned the following recordation number: 11618.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Fifth Supplement with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

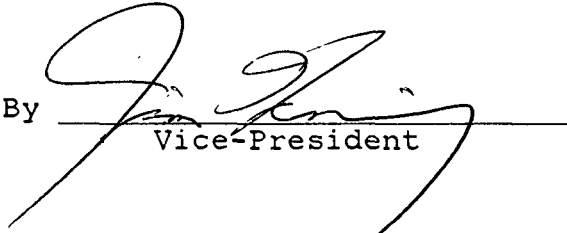

Vice-President

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
40 tank cars	DOT105A300W	34,000	RTMX 4995 thru 5034
4 tank cars	DOT111A100W1	13,500	RTMX 1070 thru 1073

Interstate Commerce Commission
Washington, D.C. 20423

8/7/80

OFFICE OF THE SECRETARY

Jim Herring
Richmond Leasing Company
1700 West Loop South ,Suite 1500
Houston, Texas 77027

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/7/80** at **2:30pm**, and assigned re-recording number(s). **11618-F, 11618-G & 11618-H**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RICHMOND LEASING COMPANY
Equipment Trust, Series 13

RECORDATION NO. 11618-N Filed & Recorded

AUG 7 1980 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 7th day of August, 1980, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 15, 1979, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of May 1, 1980, the Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, the Third Supplement to Equipment Trust Agreement dated as of June 30, 1980, the Fourth Supplement to Equipment Trust Agreement dated as of June 30, 1980, and the Fifth Supplement to Equipment to Trust Agreement dated as of August 7, 1980.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By William Walton, Jr.
William Walton, Jr.,
President

(SEAL)

ATTEST:

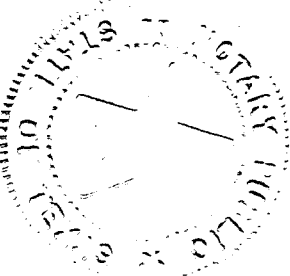
Kenneth W. Harbin
Kenneth W. Harbin, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared WILLIAM WALTON, JR., President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 7th day of August, 1980.



Adelia M. Castro
Notary Public In and For
Harris County, T E X A S
ADELIA M. CASTRO

Notary Public in and for the State of Texas
My Commission expires March 6, 1984

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
40 tank cars	DOT105A300W	34,000	RTMX 4995 thru 5034
4 tank cars	DOT111A100W1	13,500	RTMX 1070 thru 1073

EXHIBIT B

1. Riders 1 and 1A both dated July 1, 1980 to Tank Car Lease and Service Contract dated July 1, 1980 between Richmond Leasing Company and Central Petroleum Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	34,000 Gallon DOT 105A300W Tank Cars	RTMX 4995 thru 5034

2. Tank Car Lease and Service Contract dated February 28, 1980 between Richmond Leasing Company and Hooker Chemical Properties Corporation covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	13,500 Gallon DOT111A100W1 Tank Cars	RTMX 1070 thru 1073